

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER  
DISALLOWING AND EXPUNGING CLAIM  
NOS. 11260 AND 16627 (A. SCHULMAN, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and A. Schulman, Inc. ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Claim Nos. 11260 and 16627 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on or about December 6, 2005, Claimant asserted rights of setoff pursuant to section 553 of the Bankruptcy Code (the "Setoff Request").

**WHEREAS**, on or about August 4, 2006 Claimant filed proof of claim 11260 ("Proof of Claim 11260") in the amount of \$98,066.34.

**WHEREAS**, on or about July 6, 2007, Claimant filed proof of claim 16627 ("Proof of Claim 16627" and together with Claim 11260, the "Claims") asserting a claim secured by a right of setoff in the amount of \$134,297.99 and amending Proof of Claim 11260.

**WHEERAS**, Claimant has asserted that has a receivable owing from the Debtors in excess of \$100,000 (the "Payable").

**WHEREAS**, to resolve the Setoff Request and Payable, DAS LLC and Claimant have agreed to enter into a Settlement Agreement dated as of September 6, 2008 (the "Settlement Agreement"); and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And

Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.; and

**WHEREAS**, pursuant to the Settlement Agreement, the Claims shall be disallowed and expunged; and

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claims shall be disallowed and expunged in their entirety.

Dated: New York, New York  
September 19, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Cleveland, Ohio  
September 19, 2008

A SCHULMAN, INC.  
By its counsel  
VORYS, SATER, SEYMOUR & PEASE LLP  
By:

/s/ Carrie Mae Brosius

CARRIE MAE BROSIUS  
1375 East Ninth Street  
2100 One Cleveland Center  
Cleveland, Ohio 44114-1724  
(216) 479-6100

**SO ORDERED**

This 25th day of September, 2008  
in New York, New York

\_\_\_\_\_  
/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE